

**LAW OFFICES OF
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December 18, 2008

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Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO.

26764-B
FILED

DEC 18 '08

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Dear Acting Secretary Quinlan:

SURFACE TRANSPORTATION BOARD

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release, a secondary document, dated as of December 17, 2008. The primary document to which this is connected is recorded under Recordation No. 26764. We request that one copy of this document be recorded under Recordation No. 26764-B.

The name and address of the party to the Partial Release is:

Security Agent:

Plainfield Direct, Inc., successor in interest to Plainfield Offshore Holdings XI, Inc.
55 Railroad Avenue
Greenwich, CT 06830

A description of the equipment covered by the Partial Release consists of three GP-9N locomotives numbered TSRR 1950, 1955, and 1959.

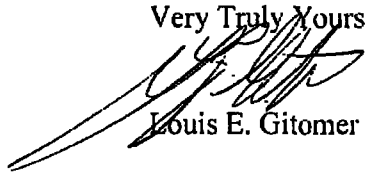
A fee of \$41.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

Honorable Anne K. Quinlan
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A short summary of the document to appear in the index follows: a Partial Release by Plainfield Direct, Inc., successor in interest to Plainfield Offshore Holdings XI, Inc., 55 Railroad Avenue, Greenwich, CT 06830, covering three GP-9N locomotives numbered TSRR 1950, 1955, and 1959.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

PARTIAL RELEASE

THIS PARTIAL RELEASE is made as of December 17, 2008, by PLAINFIELD DIRECT INC., as successor in interest to PLAINFIELD OFFSHORE HOLDINGS XI INC. (the "Security Agent").

WITNESSETH:

1. The Security Agent's predecessor in interest and Tennessee Southern Railroad Company, Inc. ("TSRR") have entered that certain Security Agreement, dated as of November 8, 2006 (the "Security Agreement").

2. A Memorandum of Security Agreement was recorded with the Surface Transportation Board on January 10, 2007 under Recordation No. 26764.

3. Pursuant to Section 17 of the Security Agreement, TSRR has requested the Security Agent to execute this Partial Release to evidence for the public record the termination of the Security Agreement, as represented by the Memorandum of Security Agreement, with respect to the Locomotives identified on Exhibit A attached hereto.

4. This Partial Release shall be effective as of the date hereof.

IN WITNESS WHEREOF, the Security Agent has executed or caused this Partial Release to be executed, as of the date first above written.

PLAINFIELD DIRECT INC.
as Security Agent

By: [Signature]Name: Thomas X. FeltusTitle: Authorized Signatory

STATE OF CONNECTICUT

)
) ss.
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COUNTY OF FAIRFIELD

On this 19th day of December, 2008, before me appeared THOMAS X. FRITSCH the person who signed this instrument, who acknowledged that (s)he is the Authorized Individual of PLAINFIELD DIRECT INC., and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

Christa M. Lowe
Notary Public

My commission expires:

November 30, 2010

**EXHIBIT A
TO PARTIAL RELEASE**

DESCRIPTION OF LOCOMOTIVES AND REPORTING MARKS

Three Model GP-9N Diesel Electric Locomotives numbered TSRR 1950, 1955 and 1959.